

EXHIBIT 2

Redacted Judgment and Probation / Commitment Order

Docket No. CR97-799(A) -NDK
 Social Security No. CR97-1185-WDK

Mailing Address: _____

By Sherri R. Carter, Clerk
Page One of Three Pages
 Deputy Clerk

Dated/Filed _____
 Month / Day / Year

While the defendant is on probation or supervised release pursuant to this Judgment:

1. The defendant shall not commit another Federal, state or local crime;
2. the defendant shall not leave the judicial district without the written permission of the court or probation officer;
3. the defendant shall report to the probation officer as directed by the court or probation officer and shall submit a truthful and complete written report within the first five days of each month;
4. the defendant shall answer truthfully all inquiries by the probation officer and follow the instructions of the probation officer;
5. the defendant shall support his or her dependents and meet other family responsibilities;
6. the defendant shall work regularly at a lawful occupation unless excused by the probation officer for schooling, training, or other acceptable reasons;
7. the defendant shall notify the probation officer within 72 hours of any change in residence or employment;
8. the defendant shall refrain from excessive use of alcohol and shall not purchase, possess, use, distribute, or administer any narcotic or other controlled substance, or any paraphernalia related to such substances, except as prescribed by a physician;
9. the defendant shall not frequent places where controlled substances are illegally sold, used, distributed or administered;
10. the defendant shall not associate with any persons engaged in criminal activity, and shall not associate with any person convicted of a felony unless granted permission to do so by the probation officer;
11. the defendant shall permit a probation officer to visit him or her at any time at home or elsewhere and shall permit confiscation of any contraband observed in plain view by the probation officer;
12. the defendant shall notify the probation officer within 72 hours of being arrested or questioned by a law enforcement officer;
13. the defendant shall not enter into any agreement to act as an informer or a special agent of a law enforcement agency without the permission of the court;
14. as directed by the probation officer, the defendant shall notify third parties of risks that may be occasioned by the defendant's criminal record or personal history or characteristics, and shall permit the probation officer to make such notifications and to conform the defendant's compliance with such notification requirement;
15. the defendant shall not possess a firearm or other dangerous weapon;
16. the defendant shall, upon release from any period of custody, report to the probation officer within 72 hours

These conditions are in addition to any other conditions imposed by this Judgment.

RETURN

I have executed the within Judgment and Commitment as follows:

Defendant delivered on _____ to _____
 Defendant noted appeal on _____
 Defendant released on _____
 Mandate issued on _____
 Defendant's appeal determined on _____
 Defendant delivered on _____ to _____
 at _____ the institution designated
 by the Bureau of Prisons, with a certified copy of the within Judgment and Commitment.

UNITED STATES MARSHAL

DATED: _____

BY: _____

CERTIFICATE

I hereby attest and certify this date that the foregoing document is a full, true and correct copy of the original on file in my office, and in my legal custody.

CLERK, U.S. DISTRICT COURT

DATED: _____

BY: _____

United States District Court
Central District of California

UNITED STATES OF AMERICA vs. CR97-799(A)-WDK
 Defendant Barry Michaels Docket No. CR97-1185-WDK

JUDGMENT AND PROBATION/COMMITMENT ORDER

CONTINUED FROM PAGE ONE

3) As directed by the Probation Officer, the defendant shall provide to the Probation Officer an accurate financial statement, with supporting documentation, as to all sources and amounts of income and all expenses of the defendant. In addition, the defendant shall provide federal and state income tax returns as requested by the Probation Officer;

4) The defendant shall not engage in any business involving loan programs, telemarketing activities, investment programs, or any other business without the express written approval of the Probation Officer prior to engagement in such employment. Further, the defendant shall provide to the Probation Officer access to any and all business records, client lists and other records pertaining to the operation of any business owned, in whole or in part, by the defendant, as directed by the Probation Officer;

5) The defendant shall not apply for any loan or open any line of credit without prior approval of the Probation Officer;

6) The defendant shall truthfully and timely file and pay taxes owed for the years of conviction and shall truthfully and timely file and pay taxes during the period of community supervision. Further, the defendant shall show proof to the Probation Officer of compliance with this order;

7) The defendant shall not obtain or possess any driver's license, Social Security number, birth certificate, passport or any other form of identification without the prior approval of the Probation Officer. Further, the defendant shall not use for any purpose or in any manner, any name other than his true legal name.

Pursuant 18 USC 3663, it is ordered that the defendant shall make restitution in the amount of \$67,000 to the Securities and Exchange Commission (SEC), which will distribute the restitution to the victims.

The defendant shall make restitution in manner and amounts to be determined by the Probation Officer.

Signed by: District Judge _____
 William D. Keller

Sherri R. Carter, Clerk

Dated/Filed _____
 Month / Day / Year

By _____
 Deputy Clerk
 Amalia Carrillo

STANDARD CONDITIONS OF PROBATION AND SUPERVISED RELEASE

While the defendant is on probation or supervised release pursuant to this Judgment:

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at _____ the institution designated by the Bureau of Prisons, with a certified copy of the within Judgment and Commitment.

UNITED STATES MARSHAL

DATED: _____

BY: _____

CERTIFICATE

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CLERK, U.S. DISTRICT COURT

DATED: _____

BY: _____

United States District Court
Central District of CaliforniaUNITED STATES OF AMERICA vs.
Defendant Barry MichaelsDocket No. CR97-799(A)-WDK
CR97-1185-WDK

JUDGMENT AND PROBATION/COMMITMENT ORDER

CONTINUED FROM PAGE TWO

Pursuant to Section 5E1.2(f) of the Guidelines, all fines are waived, including the costs of imprisonment and supervision, as it is found that the defendant does not have the ability to pay in addition to making restitution payments.

The drug testing mandated by statute is suspended based on the Court's determination that the defendant poses a low risk of future substance abuse.

IT IS ORDERED that the defendant shall pay to the United States a special assessment of \$100.

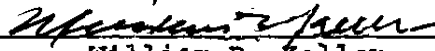
IT IS FURTHER ORDERED, that the defendant surrender himself to the institution designated by the Bureau of Prisons on or before 12 noon, July 20, 1998. In the absence of such designation, the defendant shall report to the United States Marshal at Las Vegas, Nevada. The location of the United States Marshal's Service at Las Vegas, Nevada will be provided to the defendant in writing by May 13, 1998, with copies to the Government and the Court, by Deputy Federal Public Defendant Victor Kenton. The bond of defendant to be exonerated upon surrender.

The Court recommends to the Bureau of Prisons (BOP) that the defendant be designated to Federal Prison Camp (FPC) at Nellis Air Force Base (AFB). The Court recommends Nellis AFB because the Court has found that the defendant's children have medical conditions such that the defendant should be as close as possible to the children for visitation purposes and for their own welfare.


The defendant is advised of right to appeal.

The Court grants the government's motion to dismiss all remaining counts against Barry Michaels without prejudice.

IT IS SO ORDERED.

Signed by: District Judge 
William D. Keller

Dated/Filed 5/11/98
Month / Day / Year

Sherri R. Carter, Clerk
By 
Deputy Clerk
Amalia Carrillo

STANDARD CONDITIONS OF PROBATION AND SUPERVISED RELEASE

While the defendant is on probation or supervised release pursuant to this Judgment:

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UNITED STATES MARSHAL

DATED: _____ BY: _____

CERTIFICATE

I hereby attest and certify this date that the foregoing document is a full, true and correct copy of the original on file in my office, and in my legal custody.

CLERK, U.S. DISTRICT COURT

DATED: 3/11/98 BY: He